

EVERGREEN MAX CASH CAPITAL BERHAD

Registration No: 202101028602 (1428902-D)

Incorporated in Malaysia

BOARD CHARTER

1. INTRODUCTION

The Board of Directors (“the Board”) acknowledges and recognises the importance of Corporate Governance to promote a culture of integrity and transparency throughout the Evergreen Max Cash Capital Berhad (“EMCC” or “the Company”) and its subsidiaries (“the Group”).

In this regard, this Board Charter formalises the roles and responsibilities of the Board and Board Committees with the aim of streamlining and enhancing good Corporate Governance practices to ensure the core values of integrity, transparency, accountability and sustainability are applied in all boardroom activities.

The Board may from time to time review the contents of this Board Charter in tandem with the EMCC Group’s Corporate Governance Framework, the Principles, Practices and Guidance of the Malaysian Code on Corporate Governance (“MCCG”) and the Listing Requirements on Corporate Governance to ensure its relevance and effectiveness in the light of the ever-changing environment.

2. THE BOARD

2.1 BOARD COMPOSITION

- 2.1.1 The Board should consist of qualified individuals with diverse set of skills, knowledges, experiences, cultural background and gender that ensure sufficient diversity and independence in facilitating the deliberation, review and decision making and discharge of its roles and responsibilities for the benefit of the Group and its businesses.
- 2.1.2 The number of Board shall not be less than two (2) and not more than nine (9) pursuant its Constitution. The Board shall examine and determine its size periodically in relation to the effective running of the Company’s business.
- 2.1.3 The Chairman of the Board shall be appointed by the Board, and comprise at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, who are Independent Directors (“ID”) in accordance with the Listing Requirements.
- 2.1.4 The tenure of ID shall be in line with the Malaysian Code on Corporate Governance (“MCCG”), whereby it should not exceed a consecutive or cumulative term of nine (9) years. An ID may continue to serve on the Board beyond the nine (9) year tenure

provided the ID is re-designated as a Non-ID. Subject to assessment of the Nomination Committee and with valid justification, An ID may remain designated as ID beyond the consecutive or cumulative term of nine (9) years, provided shareholders' approval is obtained.

- 2.1.5 The Board undertakes to assess the independence of ID upon his proposed appointment, annually and when any new interest or relationship develops.

2.2 APPOINTMENT AND RE-ELECTION

- 2.2.1 Any appointment of a new Director shall first obtain the recommendation by the Nomination Committee and Remuneration Committee before tabling it to the Board for approval.
- 2.2.2 Every newly appointed Director shall retire and be subjected to re-election at the immediate Annual General Meeting ("AGM") following his/her appointment.
- 2.2.3 One-third (1/3) of the members of the Board shall retire from office at every AGM. The retiring members may seek re-election at the AGM.
- 2.2.4 Every Director shall retire at least once every three (3) years and may seek re-election at the AGM.

2.3 ASSESSMENT OF DIRECTORS

- 2.3.1 The Board shall conduct an annual assessment on its members to ensure they are suitable to continue to serve the EMCC Group.
- 2.3.2 The Board shall assess the independence of the ID from time to time, by assessing their disclosed interests based on criteria under the Listing Requirements of Bursa Securities.
- 2.3.4 All members of the Board shall not be a Director to more than five (5) public- listed companies.
- 2.3.5 All Board members shall notify the Chairman of the Board before accepting any new directorship in other public- listed company.
- 2.3.6 The Chairman shall notify the Board before accepting any new directorship in other public listed company.

2.4 DUTIES AND RESPONSIBILITIES OF THE BOARD

2.4.1 The principal duties and responsibilities of the Board are:-

- i) Review, adopt and monitor the implementation of the strategic plans and annual budget for the Group.
- ii) To establish and carry out periodic review of the Code of Business Conduct and Ethics for the Group, including Whistle Blowing Policy.
- iii) Identify business risks with constant monitoring of market changes and to establish a risk management framework to manage those risks in order to safeguard company assets.
- iv) Review the internal control and management information systems for compliance with applicable laws and regulations.
- v) Establish and monitor internal audit scope to minimise fraud.
- vi) Review the succession planning of the senior management.

2.4.2 Chairman and Managing Director (“MD”)

The Group seeks to have a clear division of responsibilities between running the Board and the Group’s operational business. The positions of Chairman (“non-executive Chairman”) and MD are separated and clearly defined.

The responsibilities of the Chairman are:-

- i) Chair Board meetings in proper manner.
- ii) Ensure all relevant issues are tabled on Board Agenda.
- iii) Ensure compliance with Board Charter.
- iv) Ensure timely dissemination of Board papers by the Company Secretary to the Board members.
- v) Encourage all Directors to play an active role in Board activities.

The responsibilities of the MD are:-

- i) To formulate strategic plan and annual budget to ensure long term viabilities and sustainability for the Group.
- ii) To manage the day-to-day operations and businesses of the Group.
- iii) To implement the policies, corporate strategies and decisions adopted by the Board.
- iv) To report material and relevant matters to the Board timely and accurately.
- v) To create long term sustainable value for stakeholders of the Group.
- vi)

3. BOARD COMMITTEE

The Board shall from time to time establish Committees delegated with specify authority and operating on the Terms of Reference (“TOR”) as approved by the Board to assist in carrying out its duties and responsibilities. The existing Committees include:

i) **Audit Committee**

The Audit Committee shall assist and support the Board primarily in the area of governance structure, financial reporting process by liaising with the external auditors, reviewing and monitoring the Group’s system of risk management and internal control by liaising with the internal auditors.

ii) **Nomination Committee**

The Nomination Committee shall assist the Board on matters relating to the selection and assessment of Directors and Board Committees.

iii) **Remuneration Committee**

The Remuneration Committee shall assist the Board on matters relating to the remuneration of Directors and management.

The Chairman of each Committee shall report to the Board on the outcome of the Committee meetings.

The Board can establish ad hoc Committees as and when necessary.

4. BOARD PROCEDURES

4.1 Board Meetings

4.1.1 The Board shall meet regularly at least four (4) times in a year. Additional Board meetings will be held as and when required.

4.1.2 In the event the Board Chairman is unable to be present for the Board meeting, the members who are present at the meeting can appoint a Chairman among themselves to chair the meeting.

4.1.3 All Directors must meet the minimum 50% attendance requirement imposed by the Listing Requirements.

- 4.1.4 Senior Management who are not directors may be invited to attend and speak at Board meetings on matters relating to their areas of responsibility. The Board may also invite external parties such as the auditors, solicitors and consultants to attend as and when the need arises.
- 4.1.5 The Directors may participate at a Board meeting by means of telephone and video conference or by means of other communication equipment. The physical presence of Director(s) is not compulsory and participation at such meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting. The Directors participating at any such meeting shall be counted in the quorum for such meeting.
- 4.1.6 All resolutions agreed upon by the Directors at such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, at, or during the Board meeting.
- 4.1.7 In the event matters requiring Board's decision arise between Board meetings, such matters shall be resolved through circular resolution which shall be supported by relevant papers setting out details of the subject matter. Such circular resolution in writing, signed or approved by letter, electronic mail or other electronic communication by a majority of the Directors shall be as valid and effectual as if it has been passed at a Board Meeting. Such resolution may consist of several documents in like form, each signed by one or more Board members.
- 4.1.8 The Board should be informed of the decision and significant issues deliberated by the Board Committees via the reporting by the Chairman of the respective Board Committees and the minutes of the Board Committees tabled at the Board meetings.

4.2 Notice

- 4.2.1 Except in the case of an emergency, notice of every Board meeting will be provided in writing at least seven (7) clear days before each meeting. In addition to notices sent through post or by hand, notices may also be sent via facsimile, electronic mail or by any means of telecommunication in a permanent written form.

4.3 Board Papers

- 4.3.1 Meeting papers should be clear and comprehensive in order to provide concise information to the Board to facilitate their deliberation and decision making. All Directors are given sufficient time to review the meeting papers prior to Board meetings.

4.3.2 Board papers on non-financial related matters, including minutes of the previous meeting and agenda items are to be circulated at least five (5) clear days prior to the Board meeting. Materials on financial related matters will be circulated at least four (4) clear days prior to the Board meeting.

4.4 Voting

4.4.1 Every Board Member shall have a right to speak and vote on any matters tabled at the meeting. All matters that are to be decided upon and approved by the Board shall be put to vote and passed by a majority of vote and in case of any equality of votes, the Chairman of the meeting shall have a casting vote.

4.4.2 Pursuant to regulatory requirements, a Director shall abstain from deliberation and voting on contracts or proposed contracts or arrangements in which the Director has direct and/or indirect interests.

4.5 Minutes

4.5.1 All Board members shall ensure that the minutes of Board meeting accurately reflect the deliberations and decisions of the Board, including any concerns raised by Directors or dissenting views expressed. Any Directors who abstained from voting or deliberation on a particular matter will be recorded in the minutes.

4.5.2 The minutes of the Board meeting shall be distributed to Board members within four (4) weeks after the meeting. The minutes shall be tabled at the following Board meeting for confirmation and thereafter for signing by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next meeting.

5. FINANCIAL REPORTING

3.1 The Board shall discuss and approve the quarterly financial statements within two (2) months after the end of each quarter for public announcement.

3.2 The Board shall ensure the financial statements are prepared in accordance to the prevailing accounting standards as well as Bursa Securities Listing Requirements.

4. DIRECTORS' REMUNERATION

4.1 Non-Executive Directors (“NED”)

NEDs shall be paid a remuneration comprising of fees and benefits for acting as Directors of the Company, subject to approval by shareholders at a general meeting. NEDs who are Shareholders should abstain from voting at general meeting to approve their fees.

The amount of remuneration payable to NEDs shall reflect the experience, time commitment, level of duties and responsibilities undertaken and shall be determined with reference to Company's performance.

4.2 Executive Directors ("ED")

The remuneration of EDs shall be recommended by the Remuneration Committee with the individual Director concerned abstaining from discussing his individual remuneration.

The remuneration package shall commensurate with the performance, skills and responsibilities expected of the Directors. The amount of remuneration payable shall be determined with reference to Company's performance.

5. DIRECTORS TRAINING AND CONTINUING EDUCATION

5.1 Directors are required to undergo the Mandatory Accreditation Programme under the auspices of Bursa Malaysia. In addition, Directors are required to attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors as well as technical matters, for example, financial reporting standards, accounting and auditing standards, tax budgets, rules and regulations etc, in order to update their knowledge and skills to sustain their active participation in Board deliberation and effectively discharge their duties.

5.2 All trainings attended by Directors shall be disclosed in the Annual Report. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year shall also be disclosed.

6. INVESTOR RELATIONS

6.1 The Group shall maintain a corporate website to disseminate relevant information of the Group to the stakeholders, including inter alia, quarterly financial announcements, Board Charter etc.

6.2 The AGM is the principal forum for dialogue with shareholders for effective communications with the Group.

7. ADMINISTRATION

7.1 Mandate of the Charter

The Board and individual Board members shall also endeavor to comply at all times with the principles and practices set out in this Charter.

7.2 Review of the Charter

This Charter has been approved by the Board. Any amendments to the Charter have to be approved by the Board.

The Board Charter will be reviewed periodically and updated in accordance with the needs of the Company and any new regulation that may have an impact on the discharge of the Board's responsibilities.

8. PUBLICATION OF THE CHARTER

Any updates to the provisions, principles and practices set out in this Charter will be made available on the Company's website at <https://emc.capital/>